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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

August 26, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 14, dated as of July 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 previously filed with the Board under Recordation Number 25450.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation  
161 North Clark Street, 7<sup>th</sup> Floor  
Chicago, Illinois 60601

Lessee: NRG Power Marketing Inc.  
211 Carnegie Center  
Princeton, New Jersey 08540

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

50 GRL Coal Gondola railcars: PNJX 51490 -- PNJX 51539

A short summary of the document to appear in the index is:

Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 14.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

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EXECUTION COPY

**SURFACE TRANSPORTATION BOARD MEMORANDUM OF**  
**RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT**  
**AND RIDER NO. 14**

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 14 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and NRG Power Marketing Inc. (hereinafter referred to as "Lessee"), respecting that certain Railroad Car Full Service Master Leasing Agreement, dated as of February 18, 2005, between Lessor and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 14, dated as of August 2, 2005, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 14, is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 14 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 14, is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 14, to be duly executed in its corporate or Limited partnership name by its officers or partners, thereunto duly authorized, all as of August 2, 2005.

LESSOR:

GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

By: 

Name: James N. Muday

Title: Vice President

LESSEE:

NRG POWER MARKETING INC.

By: 

Name: **Thomas N. May**  
**Vice President**

Title: **NRG Power Marketing Inc.**

STATE OF ILLINOIS )

) SS:

COUNTY OF COOK )

On this 24<sup>th</sup> day of August, 2005, before me personally appeared James N. Muday to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



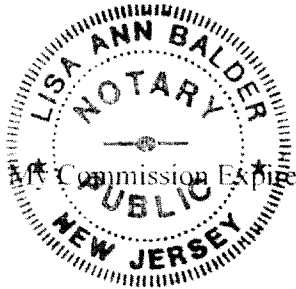
Notary Public

My Commission Expires: 4/20/06



STATE OF NEW JERSEY                    )  
  )       SS:  
COUNTY OF MERCER                    )

On this <sup>16<sup>th</sup></sup> 3<sup>rd</sup> day of August, 2005, before me personally appeared Thomas N. May, to me personally known, who being duly sworn, stated that he is Vice President of NRG Power Marketing Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Lisa A. Balder  
Notary Public

# EXHIBIT A

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
1	PNJX	51490	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX	51491	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX	51492	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX	51493	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX	51494	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX	51495	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX	51496	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX	51497	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX	51498	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX	51499	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX	51500	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX	51501	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX	51502	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX	51503	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX	51504	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX	51505	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX	51506	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX	51507	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX	51508	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX	51509	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX	51510	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX	51511	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX	51512	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX	51513	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX	51514	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX	51515	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX	51516	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX	51517	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX	51518	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX	51519	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX	51520	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX	51521	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX	51522	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX	51523	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX	51524	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX	51525	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX	51526	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX	51527	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX	51528	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX	51529	Aluminum Bethgon II Coal Car	Johnstown America
41	PNJX	51530	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX	51531	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX	51532	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX	51533	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX	51534	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX	51535	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX	51536	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX	51537	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX	51538	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX	51539	Aluminum Bethgon II Coal Car	Johnstown America

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 26, 2005

A handwritten signature in black ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord